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*Attorneys for Debtors
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UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re:

PG&E CORPORATION,

- and -

PACIFIC GAS AND ELECTRIC
COMPANY,

Debtors.

- Affects PG&E Corporation
- Affects Pacific Gas and Electric Company
- Affects both Debtors

* All papers shall be filed in the Lead Case, No. 19-30088 (DM).

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**THIRD SCHEDULING AND MEDIATION
STIPULATION WITH RESPECT TO THE
CITY OF SANTA CLARA DBA SILICON
VALLEY POWER'S MOTION TO COMPEL
ASSUMPTION OR REJECTION OF
EXECUTORY CONTRACT CONCERNING
THE GRIZZLY DEVELOPMENT AND
MOKELUMNE SETTLEMENT
AGREEMENT**

**Related Docket No.: 10998, 11153, 11337,
11538, 11759**

Adjourning Hearing scheduled for March 2, 2022

1 **WHEREAS**, on January 29, 2019, PG&E Corporation (“**PG&E Corp.**”) and Pacific Gas and
2 Electric Company (the “**Utility**” and, together with PG&E Cop., the “**Debtors**” or “**Reorganized
3 Debtors**”, as applicable), commenced with the Court voluntary cases under chapter 11 of title 11 of
4 the United States Code (the “**Bankruptcy Code**”). The *Debtors’ and Shareholder Proponents’ Joint
5 Chapter 11 Plan of Reorganization dated June 19, 2020* [Docket No. 8048] (the “**Plan**”) was
6 confirmed by Order of the Court dated June 20, 2020 [Docket No. 8053] (the “**Confirmation Order**”).
7 The Plan became effective on July 1, 2020.

8 **WHEREAS**, on May 15, 2020, the City of Santa Clara dba Silicon Valley Power (“**Santa
9 Clara**,” and together with the Reorganized Debtors, the “**Parties**”) filed an *Objection to Cure Amount
10 and Request for Adequate Assurance of Future Performance by Counterparty City of Santa Clara
11 DBA Silicon Valley Power* [Docket No. 7208].

12 **WHEREAS**, on July 30, 2021, Santa Clara filed the *City of Santa Clara DBA Silicon Valley
13 Power’s Motion to Compel Assumption or Rejection of Executory Contract Concerning the Grizzly
14 Development and Mokelumne Settlement Agreement* [Docket No. 10998] (the “**Motion**”) which
15 noticed a response deadline of August 31, 2021, and a hearing date of September 14, 2021 (the
16 “**Hearing Date**”).

17 **WHEREAS**, on August 24, 2021, the Parties filed the *Scheduling Stipulation with Respect to
18 the City of Santa Clara DBA Silicon Valley Power’s Motion to Compel Assumption or Rejection of
19 Executory Contract Concerning the Grizzly Development and Mokelumne Settlement Agreement*
20 [Docket No. 11144] (the “**First Scheduling Stipulation**”), pursuant to which the Parties agreed to an
21 adjournment of the Hearing Date and a briefing schedule with respect to the Motion as set forth therein.
22 The First Scheduling Stipulation was approved by order of the Court, dated August 25, 2021 [Docket
23 No. 11153].

24 **WHEREAS**, on September 27, 2021, the Parties filed the *Second Scheduling Stipulation with
25 Respect to the City of Santa Clara DBA Silicon Valley Power’s Motion to Compel Assumption or
26 Rejection of Executory Contract Concerning the Grizzly Development and Mokelumne Settlement
27 Agreement* [Docket No. 11331] (the “**Second Scheduling Stipulation**”), pursuant to which the Parties
28 agreed to further adjourn the Hearing Date and briefing schedule with respect to the Motion as set

1 forth therein. The Second Scheduling Stipulation was approved by order of the Court, dated
2 September 28, 2021 [Docket No. 11337].

3 **WHEREAS**, on November 1, 2021, the Parties filed the *Scheduling and Mediation Stipulation*
4 *with Respect to the City of Santa Clara DBA Silicon Valley Power’s Motion to Compel Assumption or*
5 *Rejection of Executory Contract Concerning the Grizzly Development and Mokelumne Settlement*
6 *Agreement* [Docket No. 11508] (the “**First Scheduling and Mediation Stipulation**”), pursuant to
7 which the Parties agreed, among other things, to adjourn the Hearing Date on the Motion to allow for
8 mediation with the Honorable Randall J. Newsome (Ret.) (the “**Mediation**”) and agreed to further
9 adjourn the Hearing Date and briefing schedule with respect to the Motion as set forth therein. The
10 First Scheduling and Mediation Stipulation was approved by order of the Court, dated November 4,
11 2021 [Docket No. 11538].

12 **WHEREAS**, on December 27, 2021, the Parties filed the *Second Scheduling and Mediation*
13 *Stipulation with Respect to the City of Santa Clara DBA Silicon Valley Power’s Motion to Compel*
14 *Assumption or Rejection of Executory Contract Concerning the Grizzly Development and Mokelumne*
15 *Settlement Agreement* [Docket No. 11751] (the “**Second Scheduling and Mediation Stipulation**”),
16 pursuant to which the Parties agreed, among other things, to adjourn the Hearing Date on the Motion
17 to allow for the Mediation to continue and agreed to further adjourn the Hearing Date and briefing
18 schedule with respect to the Motion as set forth therein. The Second Scheduling and Mediation
19 Stipulation was approved by order of the Court, dated December 27, 2021 [Docket No. 11759].

20 **NOW, THEREFORE, UPON THE FOREGOING RECITALS, WHICH ARE**
21 **INCORPORATED AS THOUGH FULLY SET FORTH HEREIN, IT HEREBY IS**
22 **STIPULATED AND AGREED, BY AND BETWEEN THE PARTIES, THROUGH THE**
UNDERSIGNED, AND THE PARTIES JOINTLY REQUEST THE BANKRUPTCY COURT
TO ORDER, THAT:

23 1. The Hearing Date on the Motion shall be continued to April 12, 2022, at 10:00 am
24 (Prevailing Pacific Time). The March 2, 2022 hearing on the Motion is taken off the Court’s
25 calendar.

26 2. The Reorganized Debtors’ response to the Motion must be filed with the Court by
27 March 22, 2022.

28 3. Any reply by Santa Clara must be filed with the Court by April 5, 2022.

1 4. The Parties agree to continue to participate in the Mediation, including in any
2 sessions scheduled or recommended by Judge Newsome and agreed to by the Parties.

3 5. Nothing herein prevents the Parties from agreeing to a further adjustment of the
4 above schedule, subject to Court approval.

5 6. In the event that the terms of this Stipulation are not approved by the Bankruptcy
6 Court, it shall be null and void and have no force or effect. The Parties agree that this Stipulation
7 as it relates to the Mediation is covered by both settlement and mediation confidentiality and
8 privilege and shall be of no evidentiary value whatsoever in any proceedings.

9 7. Nothing herein shall be construed to be a waiver by the Debtors or the Reorganized
10 Debtors, as applicable, or any other party in interest, of any rights or defenses with respect to the
11 Motion or otherwise.

12 8. This Stipulation shall be binding on the Parties and each of their successors in
13 interest.

14 9. This Stipulation shall constitute the entire agreement and understanding of the
15 Parties relating to the subject matter hereof and supersede all prior agreements and understandings
16 relating to the subject matter hereof.

17 10. This Stipulation may be executed in counterparts, each of which shall be deemed an
18 original but all of which together shall constitute one and the same agreement.

19 11. The Bankruptcy Court shall retain jurisdiction to resolve any disputes or
20 controversies arising from this Stipulation or any Order approving the terms of this Stipulation.

21 Dated: January 28, 2022

Dated: January 28, 2022

22 WEIL, GOTSHAL & MANGES LLP
23 KELLER BENVENUTTI KIM LLP

BOUTIN JONES, INC.

24 /s/ Richard W. Slack
25 Richard W. Slack

/s/ Robert D. Swanson
26 Robert D. Swanson

27 *Attorneys for the Debtors and Reorganized
28 Debtors*

*Attorneys for the City of Santa Clara DBA
Silicon Valley Power*